

Phillip M. McGinnis
6366 Pondapple Road
Boca Raton, Florida 33433

August 5, 1998

P98000076765

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

200002618012--3
-08/17/98--01135--009
*****122.50 *****122.50

Gentlemen:

Consulting

Please file the enclosed Articles of Incorporation for P M M / Inc , and send me a certified copy for my records. Enclosed also please find my check for \$122.50 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (305) 961-1040. Thank you for your cooperation.

Sincerely,

Phillip M McGinnis

Phillip M. McGinnis

Enclosures

FILED
98 SEP -4 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phillip GAVE
AUTHORIZATION BY PHONE TO
CORRECT *9/1/98*
DATE *9/1/98*
DOC. EXAM *TA*

W98-18944

TA-9/4/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 19, 1998

PHILLIP M. MCGINNIS
6366 PONDAPPLE RD
BOCA RATON, FL 33433

SUBJECT: P.M.M., INC.
Ref. Number: W98000018974

We have received your document for P.M.M., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 598A00043098

AUGUST 31, 1998

The corporation name is adjusted. my phone number
is 610-564 5534

Sincerely
Phillip McGinnis

ARTICLES OF INCORPORATION

OF

P M M CONSULTING INC

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name and address of this Corporation is:

P M M CONSULTING INC
6366 Pondapple Road
Boca Raton, Florida 33433

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TALLAHASSEE, FLORIDA

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - Purpose

This Corporation is organized for the following purposes: This corporation may engage in any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - Initial Board of Directors

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the Initial Director of the Corporation is:

Phillip M. McGinnis
President/Secretary

6366 Pondapple Road
Boca Raton, Florida 33433

This officer shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Phillip M. McGinnis

6366 Pondapple Road
Boca Raton, Florida 33433

ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite his name.

Phillip M. McGinnis 1,000 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation. The total number of shares that this corporation is authorized to have outstanding will be 1,000.

ARTICLE XIII - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - Director Quorum and Voting

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE - XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XX - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXI - Amendment

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation at Boca Raton, Florida this 5th day of August 1998 for the uses and purposes aforesaid.

Phillip M. McGinnis, President

Phillip M McGinnis

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First-That *PMM CONSULTING INC*, desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation at City of Boca Raton,
State of Florida, has named Phillip M. McGinnis located at 6366 Pondapple Road City
of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at
place designated in this certificate. I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

BY:

Phillip M McGinnis
Signature Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA